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May 05 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37502

(2)

1. Corporation Name

CRA, INC.

Principal Place of Business

11011 N 23RD AVE
PHOENIX AZ 85029-4807
US

Mailing Address

11011 N 23RD AVE
PHOENIX AZ 85029-4807
US



3. Date Incorporated or Qualified 02/14/1992	3a. Date of Last Report 05/01/1996
4. FEI Number 86-0642848	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
C/O C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	NORRIS, NATHAN L.	
STREET ADDRESS	11011 N. 23RD AVENUE	
CITY-ST-ZIP	PHOENIX AZ 85029	

TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	NORRIS, NATHAN MICHAEL	
STREET ADDRESS	11011 N. 23RD AVENUE	
CITY-ST-ZIP	PHOENIX AZ 85029	

TITLE	SD	<input type="checkbox"/> DELETE
NAME	NORRIS, STEVEN R.	
STREET ADDRESS	11011 N. 23RD AVENUE	
CITY-ST-ZIP	PHOENIX AZ 85029	

TITLE	TD	<input type="checkbox"/> DELETE
NAME	COLLING, PETER C.	
STREET ADDRESS	11011 N. 23RD AVENUE	
CITY-ST-ZIP	PHOENIX AZ 85029	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	STEVEN K HUDSON	
1.3 STREET ADDRESS	181 BAY STREET	
1.4 CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5S 2T3	

2.1 TITLE	EXECUTIVE V.P. & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	BRADLEY DALLMEYER	
2.3 STREET ADDRESS	181 BAY STREET	
2.4 CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5S 2T3	

3.1 TITLE	VICE PRESIDENT-ONLY	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		

4.1 TITLE	VICE PRESIDENT-ONLY	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		

5.1 TITLE	VICE PRES & SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	ROBERT J. HICKS	
5.3 STREET ADDRESS	BANK ONE TOWER III Monument Circle	
5.4 CITY-ST-ZIP	INDIANAPOLIS, IN 46204-5187	

6.1 TITLE	TREASURER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	DANIEL J AUERNIG	
6.3 STREET ADDRESS	181 BAY STREET	
6.4 CITY-ST-ZIP	TORONTO, ONTARIO CANADA M5S 2T3	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* (102) 8111 1729

CR2E034 (9/96)

CRA, Inc.
11011 North 23rd Avenue, Phoenix, AZ 85029-4807
(602)944-1548
TIN: 86-0642848
Owned 100% by
NEWCOURT FINANCIAL USA INC.
Ten Almaden Boulevard, Suite 500, San Jose, CA 95113-2237
TIN: 77-0298311
Owned 100% by
NEWCOURT CREDIT GROUP USA INC.
Ten Almaden Boulevard, Suite 500, San Jose, CA 95113-2237
TIN: 36-3873821
Owned 100% by
NEWCOURT CREDIT GROUP INC.
181 Bay Street, Suite 3500, Toronto, Ontario Canada M5J2T3
Listed on the Toronto Stock Exchange

OFFICERS AND DIRECTORS OF CRA, INC.

Directors are elected at the annual meeting of stockholders and each director shall serve until such person's successor is elected and qualified or until such person's death, retirement, resignation or removal.

Name	Title	SSN	Business Address
Steven Kenneth Hudson	President and Director	Canadian National 456-132-456	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Bradley D. Nullmeyer	Executive Vice-President and Director	Canadian National SIN# 462-731-076	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Robert J. Hicks	Vice-President and Secretary	USA 187-38-7963	Bank One Tower 111 Monument Circle, #300 Indianapolis, IN 46204-5187
Peter C. Colling	Vice-President	USA 059-48-5708	11011 North 23rd Avenue Phoenix, AZ 85029-4807
Robert MacFarlane	Vice-President	Canadian National SIN# 460-987-902	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Steven R. Norris	Vice President	USA 526-59-7598	11011 North 23rd Avenue Phoenix, AZ 85029-4807
Scott E. Herbst	Asst. Vice President and Asst. Secretary	USA 312-86-0867	Bank One Tower 111 Monument Circle, #300 Indianapolis, IN 46204-5187
Daniel Albert Jauernig	Treasurer	Canadian National SIN# 472-938-562	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Karl Nicholas Martisch	Assistant Secretary	USA 071-66-4604	111 Anza Blvd., Sute 200 Burlingame, CA 94010
Steven Hampden Schofield	Director	Canadian National SIN# 218-962-538	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3